

# EXHIBIT B-2

**Exhibit B-2**

**Amber Energy Inc. (Proposed Buyer)**

Amber has been involved in the Special Master's sale process since it began in October 2023, and is the Special Master's recommended bidder. Throughout this process, Amber has dedicated extraordinary resources based on guidance provided by the Special Master. In reliance on the Sale Procedures Order, Amber has always understood that customary bidding protections, including a termination fee, would be available if accepted by the Special Master and if approved by the Court.

In recent weeks, Amber has met with Crystalex and ConocoPhillips at the request of the Special Master in an effort to explain Amber's bid, the mechanics of the proposed trust structure, and why that structure would maximize value over a purchase that focuses only on the rights of the senior-most writholders. Amber respectfully submits that Crystalex's objection to Amber's bid and opposition to bidding protections for Amber are procedurally improper. Amber notes that other writholders have similarly lodged premature objections without even having had an opportunity to review the bid or speak with the bidder. Presumably, Crystalex has socialized its position with other writholders, providing an imbalanced perspective.

Amber has faithfully adhered to the process outlined by the Court and the Special Master, which this Court has already found was designed to maximize value. That process provides for an opportunity for parties to object to a bid or bidding protections at the appropriate time. There is no prejudice to Crystalex or the other writholders to proceed in that manner. On the other hand, abruptly changing the rules is unfair to Amber and jeopardizes Amber's continuing interest in participating in the process. Amber opposes any such change in the rules, and would not permit all of its efforts to be used by Crystalex and others to set a floor without customary protections. For reasons that should be apparent to the Court, Amber cannot and will not continue to be involved in a sale process in which the Court-approved rules are changed mid-stream, as Crystalex requests Buyer).